



First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

November 27, 2001

RECORDATION NO. 23745 FILED

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

NOV 30 '01 9-35 AM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) originals and three (3) copies of a Memorandum of Lease Agreement, dated March 26, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: West Central Cooperative  
406 First Street  
P.O. Box 68  
Ralston, IA 51459

A description of the railroad equipment covered by the enclosed document is seventy-five (75) 5150 cu. ft. covered hopper cars numbered NDYX 516250 - NDYX 516324, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and West Central Cooperative, Lessee, covering seventy-five (75) 5150 cu. ft. covered hopper cars numbered NDYX 516250 - NDYX 516324, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*  
Susan Grokulska  
Manager - Documents Administration

Enclosures

(WCEN002)

ASSGN. NO.: WCEN002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26 day of March, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and West Central Cooperative, an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of 3-26, 01, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 10, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 10th day of August, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of August, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

WEST CENTRAL COOPERATIVE

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Roger Fray  
Name: Roger Fray  
Title: Exec. V.P. - Grain

Executed on this 26 day of March, 2001.

[CORPORATE SEAL]

STATE OF Iowa  
COUNTY OF Carroll

I, Lori Goetzing, a Notary Public of the County and State aforesaid,  
certify that Roger Fray personally appeared before me this day and acknowledged  
his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26 day of March, 2001.

Lori Goetzing  
Notary Public

My Commission Expires:

10-12-03  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Seventy-five (75)

DESCRIPTION OF CARS:    5150 cu. ft. covered hopper cars

CAR NUMBERS:            See below:

NDYX 516250	NDYX 516276	NDYX 516302
NDYX 516251	NDYX 516277	NDYX 516303
NDYX 516252	NDYX 516278	NDYX 516304
NDYX 516253	NDYX 516279	NDYX 516305
NDYX 516254	NDYX 516280	NDYX 516306
NDYX 516255	NDYX 516281	NDYX 516307
NDYX 516256	NDYX 516282	NDYX 516308
NDYX 516257	NDYX 516283	NDYX 516309
NDYX 516258	NDYX 516284	NDYX 516310
NDYX 516259	NDYX 516285	NDYX 516311
NDYX 516260	NDYX 516286	NDYX 516312
NDYX 516261	NDYX 516287	NDYX 516313
NDYX 516262	NDYX 516288	NDYX 516314
NDYX 516263	NDYX 516289	NDYX 516315
NDYX 516264	NDYX 516290	NDYX 516316
NDYX 516265	NDYX 516291	NDYX 516317
NDYX 516266	NDYX 516292	NDYX 516318
NDYX 516267	NDYX 516293	NDYX 516319
NDYX 516268	NDYX 516294	NDYX 516320
NDYX 516269	NDYX 516295	NDYX 516321
NDYX 516270	NDYX 516296	NDYX 516322
NDYX 516271	NDYX 516297	NDYX 516323
NDYX 516272	NDYX 516298	NDYX 516324
NDYX 516273	NDYX 516299	Count:       75
NDYX 516274	NDYX 516300	
NDYX 516275	NDYX 516301	